#### Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application. Please amend claims 50, 51, 54, 55, and 64. Please add claims 72-81. Please cancel claims 56-63 and 65-69.

### **Listing of Claims:**

1. - 48. (Canceled)

**49**. (Previously Presented) A composition comprising a pharmaceutically acceptable excipient and a compound of the formula:

wherein,

Ar<sup>1</sup> is a substituted or unsubstituted heteroaryl group selected from indolyl, substituted indolyl, benzofuranyl, substituted benzofuranyl, furanyl, substituted furanyl, substituted thienyl, isothiazolyl, substituted isothiazolyl, pyrazolyl, and substituted pyrazolyl and substituted phenyl

such that when  $Ar^1$  is substituted heteroaryl it bears a substituent which is selected from halogen, alkyl, halo( $C_1$ - $C_4$ )alkyl, ( $C_1$ - $C_4$ )alkoxy, halo( $C_1$ - $C_4$ )alkoxy, nitro, cyano, -NR $^7$ C(O)R $^8$ , -NR $^7$ R $^8$ , phenyl and substituted phenyl, and

when  $Ar^1$  is substituted phenyl it bears a substituent which is selected from halogen, halo( $C_1$ - $C_4$ )alkyl, ( $C_1$ - $C_4$ )alkoxy, halo( $C_1$ - $C_4$ )alkoxy, nitro, cyano, -NR<sup>7</sup>R<sup>8</sup>, phenyl and substituted phenyl, wherein

 $R^7$  and  $R^8$  are members independently selected from the group consisting of hydrogen,  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl and substituted

aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or R<sup>7</sup> and R<sup>8</sup> taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices;

X is a member selected from the group consisting of O, S and N-R<sup>1</sup>, wherein,

- $R^1$  is a member selected from the group consisting of H,  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, heteroalkyl, substituted heteroalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl, substituted aryl $(C_1-C_4)$ alkyl, CN,  $-C(O)R^2$ ,  $-OR^3$ ,  $-C(O)NR^3R^4$ , and  $-S(O)_2NR^3R^4$ , wherein,
  - $R^2$  is a member selected from the group consisting of  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, alkaryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl and substituted aryl $(C_1-C_4)$ alkyl;
  - R<sup>3</sup> and R<sup>4</sup> are each members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, substituted heteroayl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl and substituted aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or R<sup>3</sup> and R<sup>4</sup> can be combined with the nitrogen to which each is attached to form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices; and

Y is a member selected from the group consisting of halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> substituted alkyl, -OCH<sub>3</sub> and -OCF<sub>3</sub>.

- 50. (Currently Amended) The method composition according to claim 49, wherein X is O.
- 51. (Currently Amended) The method composition according to claim 49, wherein Ar<sup>1</sup> is a member selected from the group consisting of substituted or unsubstituted 2-indolyl and substituted or unsubstituted 2-thienyl.
- **52.** (Previously presented) A composition comprising a pharmaceutically acceptable excipient and a compound of the formula:

wherein,

Ar<sup>1</sup> is substituted phenyl bearing a substituent –NC(O)R<sup>7</sup>R<sup>8</sup>, wherein

R<sup>7</sup> and R<sup>8</sup> are members independently selected from the group

consisting of hydrogen, substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, cycloalkyl,

substituted cycloalkyl, heteroalkyl, substituted heteroalkyl,

heterocyclyl, substituted heterocyclyl, aryl, substituted aryl,

heteroaryl, substituted heteroaryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl and

substituted aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or R<sup>7</sup> and R<sup>8</sup> taken together with

the nitrogen to which each is attached form a 5-, 6- or 7
membered ring optionally having additional heteroatoms at the

ring vertices.;

X is a member selected from the group consisting of O, S and N-R<sup>1</sup>, wherein,  $R^1$  is a member selected from the group consisting of H,  $(C_1-C_8)$ alkyl, substituted ( $C_1-C_8$ )alkyl, heteroalkyl, substituted heteroalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl( $C_1-C_4$ )alkyl,

substituted aryl( $C_1$ - $C_4$ )alkyl, CN, -C(O) $R^2$ , -O $R^3$ , -C(O) $NR^3R^4$ , and -S(O) $_2NR^3R^4$ , wherein,

 $R^2$  is a member selected from the group consisting of  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, alkaryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl and substituted aryl $(C_1-C_4)$ alkyl;

R<sup>3</sup> and R<sup>4</sup> are each members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, substituted heteroaylyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl and substituted aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or R<sup>3</sup> and R<sup>4</sup> can be combined with the nitrogen to which each is attached to form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices; and

Y is a member selected from the group consisting of halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> substituted alkyl, -OCH<sub>3</sub> and -OCF<sub>3</sub>.

53. (Previously Presented) A composition comprising a pharmaceutically acceptable excipient and a compound of the formula:

wherein.

Ar<sup>1</sup> is substituted or unsubstituted multiple ring aryl, wherein Ar<sup>1</sup> substituents are members selected from the group consisting of halogen, alkyl, halo(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy, nitro, cyano, -NR<sup>7</sup>C(O)R<sup>8</sup>, -NR<sup>7</sup>R<sup>8</sup>, phenyl and substituted phenyl,

 $R^7$  and  $R^8$  are members independently selected from the group consisting of hydrogen, substituted ( $C_1$ - $C_8$ )alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl( $C_1$ - $C_4$ )alkyl and substituted aryl( $C_1$ - $C_4$ )alkyl, or  $R^7$  and  $R^8$  taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices;

X is a member selected from the group consisting of O, S and N-R<sup>1</sup>, wherein,

R<sup>1</sup> is a member selected from the group consisting of H, (C<sub>1</sub>-C<sub>8</sub>)alkyl,

substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, heteroalkyl, substituted heteroalkyl, aryl,

substituted aryl, heteroaryl, substituted heteroaryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, substituted aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, CN, -C(O)R<sup>2</sup>, -OR<sup>3</sup>,

-C(O)NR<sup>3</sup>R<sup>4</sup>, and -S(O)<sub>2</sub>NR<sup>3</sup>R<sup>4</sup>, wherein,

- $R^2$  is a member selected from the group consisting of  $(C_1\text{-}C_8)$ alkyl, substituted  $(C_1\text{-}C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, alkaryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1\text{-}C_4)$ alkyl and substituted aryl $(C_1\text{-}C_4)$ alkyl;
- $R^3$  and  $R^4$  are each members independently selected from the group consisting of hydrogen,  $(C_1\text{-}C_8)$ alkyl, substituted  $(C_1\text{-}C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl( $C_1\text{-}C_4$ )alkyl and substituted aryl( $C_1\text{-}C_4$ )alkyl, or  $R^3$  and  $R^4$  can be combined with the nitrogen to which each is attached to form a 5-, 6- or

7-membered ring optionally having additional heteroatoms at the ring vertices; and

Y is a member selected from the group consisting of halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> substituted alkyl, -OCH<sub>3</sub> and -OCF<sub>3</sub>.

**54.** (Currently Amended) A composition comprising a pharmaceutically acceptable excipient and a compound of the formula:

wherein,

Y is a member selected from the group consisting of halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> substituted alkyl, -OCH<sub>3</sub> and -OCF<sub>3</sub>; and

 $R^5$  and  $R^6$  are members independently selected from the group consisting of  $H_5$  halogen, substituted or unsubstituted alkyl, halo( $C_1$ - $C_4$ )alkyl, nitro, cyano and substituted or unsubstituted phenyl, with the proviso that both  $R^6$  and  $R^6$  are not H.

55. (Currently Amended) The composition according to claim 54, wherein  $R^5$  and  $R^6$  are members independently selected from the group consisting of  $H_7$  F, and  $Cl_7$  with the provise that both  $R^5$  and  $R^6$  are not H.

**56.** - **63.** (Cancelled)

64. (Currently Amended) A composition comprising a pharmaceutically acceptable excipient and a The composition according to claim 56, wherein said compound that has a structure which is a member selected from the group consisting of the compounds set forth in FIG. 1:

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N CI	CI N OF
CI N CI CI	CI N O F F F
CI N O F F F F	CI N O F F F F
CI N O F	CI N F F F
CI N CI	CI N N N N N N N N N N N N N N N N N N N
CI N N	CI NH OCI
CI N N N CI	F N N F F
H <sub>3</sub> C P	CI $N$

CI NH HN CI	
CI N O CI	CI N N N S
CI N S CI	H <sub>3</sub> C N O H
CI N O CI	F N N N F F
CI N CI N CI N CI	CI N N N N N N N N N N N N N N N N N N N
CI N H <sub>3</sub> C H	
CI N HN HN Et	CI N N N N N N N N N N N N N N N N N N N

CI N N N N F	CI N N N N N N N N N N N N N N N N N N N	CI N O H N N F
CI N O F	CI N O F	CI N N N N CI
CI N O N N N N N N N N N N N N N N N N N	CI N O CI	CI N N N N CI
CI N O S F	CI N O CI	CI N N N N N N N N N N N N N N N N N N N
CI N O S F	CI N N N CI	CI N N H N F F
CI N S S	CI N S CI	CI N N N N N N N N N N N N N N N N N N N
CI N O N S F	CI N S CI	CI N N N N N N N N N N N N N N N N N N N
CI N O F F	CI N S S CI	CI N N N N N N N N N N N N N N N N N N N

#### **65. - 69.** (Cancelled)

70. (Previously presented) The composition of claim 49, wherein when Ar<sup>1</sup> is substituted phenyl, then

 $R^7$  is a member selected from the group consisting of  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl and substituted aryl $(C_1-C_4)$ alkyl; and

 $R^8$  is a member selected from the group consisting of hydrogen,  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heteroalkyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl and substituted aryl $(C_1-C_4)$ alkyl, or  $R^7$  and  $R^8$  taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices.

71. (Previously presented) The composition of claim 49, wherein if Ar<sup>1</sup> is substituted phenyl, then

 $R^7$  is a member selected from the group consisting of  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl and substituted aryl $(C_1-C_4)$ alkyl; and

 $R^8$  is a member selected from the group consisting of  $(C_1\text{-}C_8)$ alkyl, substituted  $(C_1\text{-}C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1\text{-}C_4)$ alkyl and substituted aryl $(C_1\text{-}C_4)$ alkyl, or  $R^7$  and  $R^8$  taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices.

## 72. (New) A compound of the formula:

wherein,

Ar<sup>1</sup> is a substituted or unsubstituted heteroaryl group selected from indolyl, substituted indolyl, benzofuranyl, substituted benzofuranyl, furanyl, substituted furanyl, substituted thienyl, isothiazolyl, substituted isothiazolyl, pyrazolyl, and substituted pyrazolyl and substituted phenyl

such that when Ar<sup>1</sup> is substituted heteroaryl it bears a substituent which is selected from halogen, alkyl, halo(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy, nitro, cyano, -NR<sup>7</sup>C(O)R<sup>8</sup>, -NR<sup>7</sup>R<sup>8</sup>, phenyl and substituted phenyl, and

when Ar<sup>1</sup> is substituted phenyl it bears a substituent which is selected from halogen, halo(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy, nitro, cyano, -NR<sup>7</sup>R<sup>8</sup>, phenyl and substituted phenyl, wherein

R<sup>7</sup> and R<sup>8</sup> are members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl and substituted aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or R<sup>7</sup> and R<sup>8</sup> taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices;

X is a member selected from the group consisting of O, S and N-R<sup>1</sup>, wherein,

R<sup>1</sup> is a member selected from the group consisting of H, (C<sub>1</sub>-C<sub>8</sub>)alkyl,

substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, heteroalkyl, substituted heteroalkyl, aryl,

substituted aryl, heteroaryl, substituted heteroaryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl,

substituted aryl(C1-C4)alkyl, CN, -C(O)R2, -OR3, -C(O)NR3R4, and -S(O)2NR3R4, wherein,

 $R^2$  is a member selected from the group consisting of  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, alkaryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl and substituted aryl $(C_1-C_4)$ alkyl;

R<sup>3</sup> and R<sup>4</sup> are each members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl and substituted aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or R<sup>3</sup> and R<sup>4</sup> can be combined with the nitrogen to which each is attached to form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices; and

Y is a member selected from the group consisting of halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> substituted alkyl, -OCH<sub>3</sub> and -OCF<sub>3</sub>.

- 73. (New) The compound according to claim 72, wherein X is O.
- 74. (New) The compound according to claim 72, wherein Ar<sup>1</sup> is a member selected from the group consisting of substituted or unsubstituted 2-indolyl and substituted or unsubstituted 2-thienyl.
  - 75. (New) A compound of the formula:

wherein,

Ar<sup>1</sup> is substituted phenyl bearing a substituent –NC(O)R<sup>7</sup>R<sup>8</sup>, wherein R<sup>7</sup> and R<sup>8</sup> are members independently selected from the group consisting of hydrogen, substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl and substituted aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or R<sup>7</sup> and R<sup>8</sup> taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices.;

X is a member selected from the group consisting of O, S and N-R<sup>1</sup>, wherein,  $R^1$  is a member selected from the group consisting of H,  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, heteroalkyl, substituted heteroalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl, substituted aryl $(C_1-C_4)$ alkyl, CN,  $-C(O)R^2$ ,  $-OR^3$ ,  $-C(O)NR^3R^4$ , and  $-S(O)_2NR^3R^4$ , wherein,

- $R^2$  is a member selected from the group consisting of  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, alkaryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl and substituted aryl $(C_1-C_4)$ alkyl;
- $R^3$  and  $R^4$  are each members independently selected from the group consisting of hydrogen,  $(C_1\text{-}C_8)$ alkyl, substituted  $(C_1\text{-}C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl( $C_1$ - $C_4$ )alkyl and substituted aryl( $C_1\text{-}C_4$ )alkyl, or  $R^3$  and  $R^4$  can be combined with the nitrogen to which each is attached to form a

5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices; and

Y is a member selected from the group consisting of halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> substituted alkyl, -OCH<sub>3</sub> and -OCF<sub>3</sub>.

# **76.** (New) A compound of the formula:

wherein,

Ar<sup>1</sup> is substituted or unsubstituted multiple ring aryl, wherein Ar<sup>1</sup> substituents are members selected from the group consisting of halogen, alkyl, halo(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy, nitro, cyano, -NR<sup>7</sup>C(O)R<sup>8</sup>, -NR<sup>7</sup>R<sup>8</sup>, phenyl and substituted phenyl,

R<sup>7</sup> and R<sup>8</sup> are members independently selected from the group consisting of hydrogen, substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl and substituted aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or R<sup>7</sup> and R<sup>8</sup> taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices;

X is a member selected from the group consisting of O, S and N-R<sup>1</sup>, wherein,

R<sup>1</sup> is a member selected from the group consisting of H, (C<sub>1</sub>-C<sub>8</sub>)alkyl,

substituted (C<sub>1</sub>-C<sub>8</sub>)alkyl, heteroalkyl, substituted heteroalkyl, aryl,

substituted aryl, heteroaryl, substituted heteroaryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, substituted aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, CN, -C(O)R<sup>2</sup>, -OR<sup>3</sup>,

-C(O)NR<sup>3</sup>R<sup>4</sup>, and -S(O)<sub>2</sub>NR<sup>3</sup>R<sup>4</sup>, wherein,

 $R^2$  is a member selected from the group consisting of  $(C_1\text{-}C_8)$ alkyl, substituted  $(C_1\text{-}C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, alkaryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1\text{-}C_4)$ alkyl and substituted aryl $(C_1\text{-}C_4)$ alkyl;

R³ and R⁴ are each members independently selected from the group consisting of hydrogen, (C₁-C8)alkyl, substituted (C₁-C8)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C₁-C4)alkyl and substituted aryl(C₁-C4)alkyl, or R³ and R⁴ can be combined with the nitrogen to which each is attached to form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices; and

Y is a member selected from the group consisting of halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> substituted alkyl, -OCH<sub>3</sub> and -OCF<sub>3</sub>.

## 77. (New) A compound of the formula:

wherein,

Y is a member selected from the group consisting of halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> substituted alkyl, -OCH<sub>3</sub> and -OCF<sub>3</sub>; and

- $R^5$  and  $R^6$  are members independently selected from the group consisting of halogen, substituted or unsubstituted alkyl, halo( $C_1$ - $C_4$ )alkyl, nitro, cyano and substituted or unsubstituted phenyl.
- 78. (New) The compound according to claim 77, wherein R<sup>5</sup> and R<sup>6</sup> are members independently selected from the group consisting of F, and Cl.
- 79. (New) A compound that is a member selected from the group consisting of:

-   N	CI N O
N CI	CI N N N F
CI N CI CI	CI N O F F F
CI N O F F	CI N P F F
CI N O F	CI N P F F
CI	CI NO NO F
CI N O	CI NO CI
CI N CI	F N O F
H <sub>3</sub> C N O F	CI N CH <sub>3</sub>

CI N N N N N N N N N N N N N N N N N N N	CI N N N N N N N N N N N N N N N N N N N	CI N N N N N N N N N N N N N N N N N N N
CI N O O F	CI N O F	$CI \longrightarrow N \longrightarrow N \longrightarrow N \longrightarrow CI$
CI N O O O O O O O O O O O O O O O O O O	CI N O CI	
CI N O S F	CI N O CI	CI N N H N N N N N N N N N N N N N N N N
CI N S S F	CI N O CI	CI N N N H N F F
CI N S S N N N N N N N N N N N N N N N N	CI N S CI CI CI	
CI N O N S F	CI N S CI	
CI N O F F N S F	CI N S S CI	

**80.** (New) The compound of claim 72, wherein when Ar<sup>1</sup> is substituted phenyl, then

 $R^7$  is a member selected from the group consisting of  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heteroaryl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl and substituted aryl $(C_1-C_4)$ alkyl; and

 $R^8$  is a member selected from the group consisting of hydrogen,  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl and substituted aryl $(C_1-C_4)$ alkyl, or  $R^7$  and  $R^8$  taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices.

81. (New) The compound of claim 72, wherein if Ar<sup>1</sup> is substituted phenyl, then

 $R^7$  is a member selected from the group consisting of  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heteroaryl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl( $C_1-C_4$ )alkyl and substituted aryl( $C_1-C_4$ )alkyl; and

 $R^8$  is a member selected from the group consisting of  $(C_1-C_8)$ alkyl, substituted  $(C_1-C_8)$ alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl $(C_1-C_4)$ alkyl and substituted aryl $(C_1-C_4)$ alkyl, or  $R^7$  and  $R^8$  taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices.